

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., <i>et al.</i> ,) Case No. 01-1139 (JKF)
)
Debtors.) Jointly Administered
)
) Objection deadline: August 23, 2004 @ 4:00 p.m.

**THIRTY-SECOND MONTHLY FEE APPLICATION OF CAPLIN &
DRYSDALE, CHARTERED FOR COMPENSATION OF SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
ASBESTOS PERSONAL INJURY CLAIMANTS COMMITTEE
OF W.R. GRACE & CO., *ET AL*
FOR THE PERIOD JUNE 1, 2004 THROUGH JUNE 30, 2004**

Name of Applicant:	<u>Caplin & Drysdale, Chartered</u>
Authorized to Provide Professional Services to:	<u>The Asbestos Personal Injury Claimants Committee of W.R. Grace & Co., et al.</u>
Date of retention:	<u>June 13, 2001, <i>nunc pro tunc</i> to April 12, 2001</u>
Period for which compensation and reimbursement is sought:	<u>June 1, 2004 through June 30, 2004</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$34,432.00 (80% of \$43,040.00)</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$708.98</u>

This is a: X monthly _____ interim _____ final application.

Caplin & Drysdale, Chartered's time and requested compensation in preparing this Application will appear on a subsequent application.

If this is not the first application filed, disclose the following for each prior application:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
7/27/01 (First Interim)	4/12/01 - 6/30/01	\$100,755.00	\$8,195.21	\$100,755.00	\$8,195.21

8/22/01	7/1/01 - 7/31/01	\$67,024.80 (80% of \$83,781.00)	\$7,472.20	\$67,024.80	\$7,472.20
9/28/01	8/01/01 through 8/31/01	\$25,727.20 (80% of \$32,159.00)	\$2,986.01	\$25,727.20	\$2,986.01
10/30/01 Second Interim	7/01 through 9/01 (Includes September Monthly)	\$142,881.00 (September: \$26,941.00)	\$13,524.60 (September: \$3,066.39)	\$142,881.00 (September: \$26,941.00)	\$13,524.60 (September: \$3,066.39)
11/29/01	10/01/01 through 10/31/01	\$11,656.40 (80% of \$14,570.50)	\$415.42	\$11,656.40	\$415.42
1/2/02	11/01/01 through 11/30/01	\$20,302.00 (80% of \$25,377.50)	\$1,297.57	\$20,302.00	\$1,297.57
1/28/02 Third Interim	10/01 through 12/01 (Includes December Monthly)	\$94,630.50 (December: \$54,682.50)	\$3,768.08 (December: \$2,055.09)	\$94,630.50 (December: \$54,682.50)	\$3,768.08 (December: \$2,055.09)
3/5/02	01/01/02 through 01/31/02	\$34,684.00 (80% of \$43,355.00)	\$3,366.57	\$34,684.00	\$3,366.57
4/2/02	02/01/02 through 02/28/02	\$59,088.80 (80% of \$73,761.00)	\$2,529.78	\$59,088.80 (80% of \$73,761.00)	\$2,529.78
5/3/02 Fourth Interim	1/02 through 3/02 (Includes March Monthly)	\$282,053.25 (March: \$164,837.25)	\$27,615.46 (March: \$21,719.11)	Pending	Pending
5/28/02	04/01/02 through 04/30/02	\$96,452.60 (80% of \$120,565.75)	\$15,771.34	\$96,452.60 (80% of \$120,565.75)	\$15,771.34
6/28/02	05/01/02 through 5/31/02	\$87,330.60 (80% of \$109,163.25)	\$9,853.93	\$87,330.60 (80% of \$109,163.25)	\$9,853.93
7/29/02	06/01/02 through 06/30/02	\$181,604.20 (80% of \$227,005.25)	\$31,099.93	06/01/02 through 06/30/02	\$31,099.93
9/03/02	07/01/02 through 07/31/02	\$185,378.20 (80% of \$231,722.75)	\$31,049.93	\$185,378.20 (80% of \$231,722.75)	\$31,049.93
9/30/02	08/01/02 through 08/31/02	\$197,381.00 (80% of \$246,726.25)	\$24,602.71	\$197,381.00 (80% of \$246,726.25)	\$24,602.71
10/30/02	09/01/02 through 09/30/02	\$58,214.20 (80% of \$72,767.75)	\$28,256.42	\$58,214.20 (80% of \$72,767.75)	\$28,256.42
12/03/02	10/01/02 through 10/31/02	\$28,861.20 (80% of \$36,076.50)	\$18,036.72	\$28,861.20 (80% of \$36,076.50)	\$18,036.72
12/30/02	11/01/02 through 11/30/02	\$29,528.00 (80% of \$36,910.00)	\$11,184.60	\$29,528.00 (80% of \$36,910.00)	\$11,184.60
1/28/03	12/01/02 through 12/31/02	\$12,712.00 (80% of \$15,890.00)	\$4,409.58	\$12,712.00 (80% of \$15,890.00)	\$4,409.58
2/28/03	1/01/03 through 1/31/03	\$12,007.20 (80% of \$15,009.00)	\$2,623.50	\$12,007.20 (80% of \$15,009.00)	\$2,623.50
3/31/03	2/01/03 through 2/28/03	\$8,050.40 (80% of \$10,063.00)	\$2,131.52	\$8,050.40 (80% of \$10,063.00)	\$2,131.52

4/29/03	3/01/03 through 3/31/03	\$7,086.40 (80% of \$8,858.00)	\$501.43	\$7,086.40 (80% of \$8,858.00)	501.43
6/02/03	4/01/03 through 4/30/03	\$9,834.80 (80% of \$12,293.50)	\$5,393.13	\$9,834.80 (80% of \$12,293.50)	5,393.13
7/01/03	5/01/03 through 5/31/03	\$5,660.40 (80% of \$7,075.50)	\$573.66	\$5,660.40 (80% of \$7,075.50)	573.66
8/05/03	6/01/03 through 6/30/03	\$6,848.80 (80% of \$8,561.00)	\$211.04	\$6,848.80 (80% of \$8,561.00)	211.04
8/28/03	7/01/03 through 7/31/03	\$7,598.80 (80% of \$9,498.50)	\$472.32	\$7,598.80 (80% of \$9,498.50)	\$472.32
9/29/03	8/01/03 through 8/31/03	\$5,573.80 (80% of \$6,967.25)	\$365.20	\$5,573.80 (80% of \$6,967.25)	\$365.20
10/29/03	9/01/03 through 9/30/03	\$7,728.80 (80% of \$9,661.00)	\$509.45	\$7,728.80 (80% of \$9,661.00)	\$509.45
12/01/03	10/01/03 through 10/31/03	\$18,119.60 (80% of \$22,649.50)	\$1,803.11	\$18,119.60 (80% of \$22,649.50)	\$1,803.11
1/05/04	11/01/03 through 11/30/03	\$18,351.20 (80% of \$22,939.00)	\$5,853.17	\$18,351.20 (80% of \$22,939.00)	\$5,853.17
1/29/04	12/01/03 through 12/31/03	\$13,748.80 (80% of \$17,186.00)	\$592.20	\$13,748.80 (80% of \$17,186.00)	\$592.20
3/1/04	1/1/04 through 1/31/04	\$5,894.00 (80% of \$7,367.50)	\$2,061.8	\$5,894.00 (80% of \$7,367.50)	\$2,061.8
3/31/04	2/1/04 through 2/29/04	\$14,763.60 (80% of \$18,454.50)	\$257.41	\$14,763.60 (80% of \$18,454.50)	\$257.41
4/30/04	3/1/04 through 3/31/04	\$22,870.00 (80% of \$28,587.50)	\$458.27	\$22,870.00 (80% of \$28,587.50)	\$458.27
6/2/04	4/1/04 through 4/30/04	\$4,204.80 (80% of \$5,256.00)	\$177.74	Pending	Pending
7/1/04	5/1/04 through 5/31/04	\$10,607.60 (80% of \$13,259.50)	\$294.34	Pending	Pending
8/3/04	6/1/04 through 6/30/04	\$34,432.00 (80% of \$43,040.00)	\$708.98	Pending	Pending

**SUMMARY OF COMPENSABLE TIME OF ATTORNEYS AND PARALEGALS
FOR BILLING PERIOD JUNE 1, 2004 THROUGH JUNE 30, 2004
CAPLIN & DRYSDALE, CHARTERED**

Name, Position, Years in Position	Position	Years	Hours Billed	Hourly Rate	Amount of Fee
Elihu Inselbuch (EI)	Member	40	3.4	\$780	\$2,652.00
Peter V. Lockwood (PVL)	Member	34	8.1	\$540	\$5,548.50
Walter B. Slocombe (WBS)	Member	33	1.5	\$560	\$840.00

Albert G. Lauber (AGL)	Member	26	27.3	\$540	\$14,742.00
Julie W. Davis (JWS)	Member	23	8.2	\$520	\$4,264.00
Trevor W. Swett (TWS)	Member	21	1.6	\$520	\$832.00
Ronald E. Reinsel (RER)	Member	17	1.5	\$500	\$750.00
Nathan D. Finch (NDF)	Member	10	19.4	\$440	\$8,536.00
Rita C. Tobin (RCT)	Associate	10	1.9	\$375	\$712.50
John P. Cunningham	Associate	2	6.2	\$265	\$1,643.00
Robert C. Spohn (RCS)	Paralegal	9	4.5	\$180	\$810.00
Andrew D. Katzenelson (ADK)	Paralegal	3	9.0	\$160	\$1,440.00
David B. Smith (DBS)	Paralegal	1	1.8	\$150	\$270.00
Total			94.4		\$43,040.00

COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours for the Period 6/1/04 through 6/30/04	Total Fees for the Period 6/1/04 through 6/30/04
Business Operations	.0	\$0.00
Case Administration	25.5	\$9,290.00
Claim Analysis Objection & Resolution (Asbestos)	6.2	\$1,643.00
Claim Analysis Objection & Resolution (Non-Asbestos)	.3	\$205.50
Committee Creditors', Noteholders' or Equity Holders'	2.5	\$1,510.00
Employee Benefits/Pension	.0	\$0.00
Employment Applications, others	.2	\$137.00
Fee Applications, Applicant	2.8	\$727.50
Fee Applications, Others	.3	\$205.50
Hearings	.0	\$0.00

Litigation & litigation Consult.	49.7	\$25,618.00
Plan & Disclosure Statement	6.9	\$3,703.50
Travel Non-working	.0	\$0.00
Fee Auditors Matters	.0	\$0.00
Grand totals	94.4	\$43,040.00

EXPENSE SUMMARY

Expense Category	Provider, if applicable	Total Expenses For the Period 6/1/04 through 6/30/04
Outside Reproduction & Courier Service		\$0.00
In-House Reproduction (\$0.15 per page)		\$155.55
Facsimile (\$0.15 per page)		\$16.20
Filing Fees		\$0.00
Court Reporting/Transcript Svces		\$0.00
Federal Express		\$7.10
Long Distance Telephone Calls		\$12.17
Air & Train Transportation		\$456.50
Messenger Service		\$0.00
Local Transportation		\$0.00
Miscellaneous Exp		\$0.00
Conference Meals		\$0.00
Overtime Meals		\$0.00
Postage		\$0.00
Research Material		\$61.46
Westlaw/Lexis		\$0.00
Professional Fees & Expert Witness Fees		\$0.00
Travel – Meals		\$0.00
Travel – Hotel		\$0.00

Travel – Ground Transportation		\$.00
Travel-LD Calls on Hotel Bill		\$.00
Total:		\$708.98

CAPLIN & DRYSDALE, CHARTERED

/s/ Elihu Inselbuch
Elihu Inselbuch
399 Park Avenue
New York, NY 10022
(212) 319-7125

-and-

CAPLIN & DRYSDALE, CHARTERED
Peter Van N. Lockwood
One Thomas Circle, N.W.
Washington, D.C. 20005
(202) 862-5000

- and -

CAMPBELL & LEVINE, LLC
Mark T. Hurford (I.D. #3299)
800 N King Street
Suite 300
Wilmington, DE 19801
(302) 426-1900

Counsel for the Official Committee
of Asbestos Personal Injury Claimants

Dated: July 23, 2004